





WHERE THE HEROES LIVE.

NextPlanetOver
THE BEST PLACE FOR COMICS .COM

TM & © 2004 MARVEL



STAN LEE PRESENTS

AND THEN THERE WERE...

HOWARD MACKIE/JOHN BYRNE STORY AND ART SCOTT HANNA INKS
GREGORY WRIGHT COLORS RS/COMICRAFT'S LIZ AGRAPHOTIS LETTERS
RALPH MACCHIO EDITOR BOB HARRAS EDITOR IN CHIEF

DOCTOR OTTO
OCTAVIUS HAS
HAD BETTER DAYS.

HERE WE
ARE, OTTO... OH,
I AM SORRY! YOU
PREFER DOCTOR
OCTOPUS THESE
DAYS DON'T
YOU?

OKAY,
DOC OCK,
HERE WE
ARE!

AND THE
FUN IS ONLY
STARTING.

TM & © 2004 MARVEL

I AM
SORRY ABOUT
THAT LITTLE BRAWL
BACK AT THE HOSPITAL*,
BUT IT JUST WOULDN'T
HAVE DONE TO HAVE
YOU DISPOSING OF Mr.
RICKMAN... NOT
/ET

7 YET. SORRY ABOUT
THAT FOURTH TENTACLE
OF YOURS... I REALLY
WASN'T EXPECTING YOU
TO PUT UP **SUCH**
A FIGHT.

THERE WAS A TIME WHEN THE
MERE *THOUGHT* OF SUCH
SUPER-VILLAIN NONSENSE
WOULD HAVE MADE OTTO
OCTAVIUS *BLUSH!*

COSTUMES,
CATCHY MONIKERS...
THE *SINISTER SIX*!
WHAT *WERE* YOU
THINKING!

NOT THE
MAN OF SCIENCE
I ONCE NEW!

BUT *THAT*
IS NEITHER HERE
NOR THERE.

YOU ARE THE EXCEPTION.

A LITTLE
MORE FEISTY,
A BIT MORE
EXPERIENCED
AND...

...MORE
THAN LIKELY
THE KEY FOR
WHICH I'VE BEEN
LOOKING.

PRETTY IMPRESSIVE FOR A MAN OF YOUR AGE -- AND A SCIENTIST AT THAT!

YOU DID
ME A FAVOR
BY SHOWING UP
AT THE HOSPITAL
WHEN YOU
DID.

YOURS HAS BEEN THE ONE NAME ON MY LIST WHICH HAS CAUSED ME SOME CONCERN. PARKER AND RICKMAN ARE NOTHING, BUT NORMAL HUMAN BEINGS... THEY CAN BE DEALT WITH AT ANY TIME, JUST LIKE THE REST WERE, BUT YOU...

WHO
ARE
YOU?

YOU
DON'T KNOW,
DO YOU?

GOOD.

FOR NOW
YOU CAN SIMPLY
CALL ME...

**CAPTAIN
POWER!**

[illegible]

TM & © 2004 MARVEL

TM & © 2004 MARVEL



A FITTING NAME, DON'T YOU THINK?

CERTAINLY ONE WHICH FITS BOTH MY ABILITIES AND MY APPEARANCE.

RELAX, OTTO. WE ARE GOING TO HAVE A LONG DAY AHEAD OF US.

THE DEGREE OF DISCOMFORT YOU EXPERIENCE IS TOTALLY UP TO YOU.

I DO NOT KNOW WHO YOU ARE... OR WHO YOU THINK YOU ARE... BUT...

...YOU ARE COMPOUNDING AN ALREADY SERIOUS MISTAKE BY PRESUMING THAT YOU CAN HAVE YOUR WAY WITH ME.

WE WILL SEE, OTTO.

WE WILL SEE.

Oh, yes, we will.

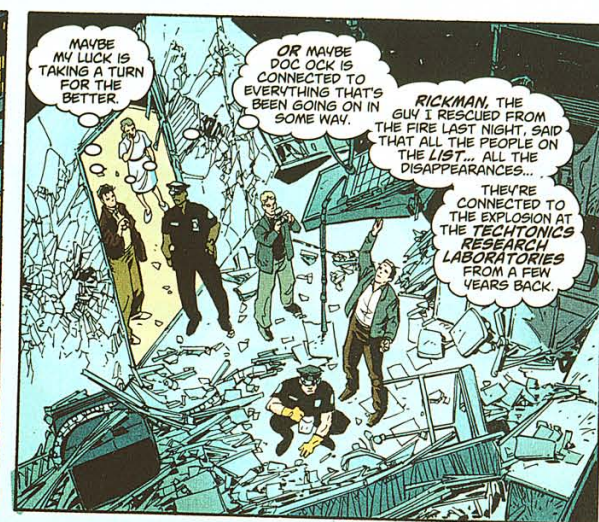
YOU HAVE NO IDEA, MY IMPUDENT FRIEND.



MEANWHILE, AT NYU MEDICAL CENTER...

HOW DID THIS ALL HAPPEN WITHOUT MY HEARING IT?

I WAS JUST A FEW ROOMS AWAY WHILE DOC OCK WAS ENGAGED IN A BATTLE WITH... I DON'T EVEN KNOW WHO... AND I MISSED IT ALL!



MAYBE MY LUCK IS TAKING A TURN FOR THE BETTER.

OR MAYBE DOC OCK IS CONNECTED TO EVERYTHING THAT'S BEEN GOING ON IN SOME WAY.

RICKMAN, THE GUY I RESCUED FROM THE FIRE LAST NIGHT, SAID THAT ALL THE PEOPLE ON THE LIST... ALL THE DISAPPEARANCES...

THEY'RE CONNECTED TO THE EXPLOSION AT THE TECHNICS RESEARCH LABORATORIES FROM A FEW YEARS BACK.



THE DOC OCK CONNECTION MAKES SENSE. IT WAS HIS EXPERIMENT THAT WENT WRONG. HE WAS THE ONE ON STAGE WHEN THE EXPLOSION OCCURRED.

I CAN'T BELIEVE HOW MUCH OF ALL THAT HAPPENED THAT DAY I'VE TRIED TO FORGET. I ALMOST DIED THAT DAY.

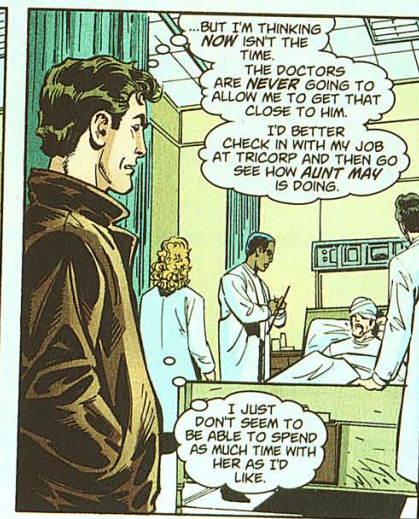
AND I WASN'T FOR AN ITSY BITSY SPIDER, A BITE AND SOME WEIRD EFFECT THAT THE RADIATION HAD ON ITS METABOLISM... AND MINE.



SO, AFTER SPENDING WHAT FELT LIKE AN ETERNITY IN THE HOSPITAL... I BECAME SPIDER-MAN AND NEVER THOUGHT THAT THERE MIGHT HAVE BEEN OTHER SURVIVORS OF THE ACCIDENT.

MAYBE OTHERS WITH SUPER POWERS?

I'VE GOT TO TRY AND TALK TO RICKMAN ABOUT WHAT HE KNOWS...



...BUT I'M THINKING NOW ISN'T THE TIME.

THE DOCTORS ARE NEVER GOING TO ALLOW ME TO GET THAT CLOSE TO HIM.

I'D BETTER CHECK IN WITH MY JOB AT TRICORP AND THEN GO SEE HOW AUNT MAY IS DOING.

I JUST DON'T SEEM TO BE ABLE TO SPEND AS MUCH TIME WITH HER AS I'D LIKE.



**6 MILLION
BACK ISSUE
COMICS
30% OFF!**

Spider-Man is ©™ of Marvel Entertainment.

**HUGE INTERNET
COMICS SALE!**

www.milehighcomics.com

**SALE RUNS JULY 15, 1999 THROUGH
OCTOBER 31, 1999 ONLY!**

To qualify for this sale you must type the codeword **MARVELS** (all in capital letters!), on your order form. This codeword will trigger a program which will automatically deduct 30% from the cost of your order.

To receive the required codeword for future sales, sign our **GUESTBOOK**.

**\$20,000 INTERNET
COMICS AUCTIONS**

Every week you can bid on \$20,000 in comics, toys, games, cards, etc. at: **www.milehighcomics.com**
All our auctions have NO reserves and NO minimum bids!

www.milehighcomics.com

**America's Largest
Comics Dealer!**

TM & © 2004 MARVEL

1999 PlayStation/Nabisco Cool Bus Sweepstakes
Official Rules

NO PURCHASE NECESSARY

1. You must have your parent's permission to play! To enter from a touch-tone phone only from 7/1/99 through 10/31/99, call 1-877-892-0355 (1-877-892-6652). When calling, you need to provide the last 5 digits of the UPC # found on the Brand Seal on participating Nabisco packages, and your home phone #, including area code, calls must originate from within the 50 United States, including Wash. D.C. Computer-generated calls not accepted. Limit 2 calls per UPC, per phone #.

No Purchase Necessary—For complete rules, toll-free entry #, prize list, and a qualifying UPC, send self-addressed, stamped envelope to: PlayStation/Nabisco Request, P.O. Box 3844, Dept. A, St. Cloud, MN 56307-3844, to be received by 10/15/99 (limit 1 request per outer mailing envelope). WA & VT residents omit return postage, or call 1-800-248-6592 between 10/1/99 & 10/31/99 ONLY. Information line will only be open during time period specified.

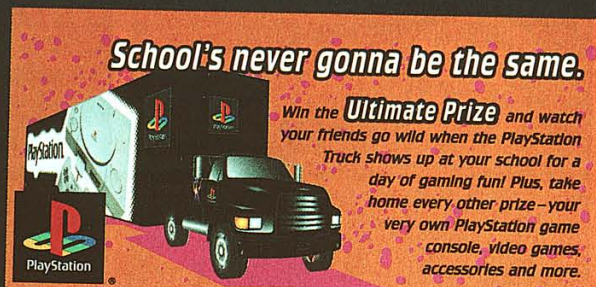
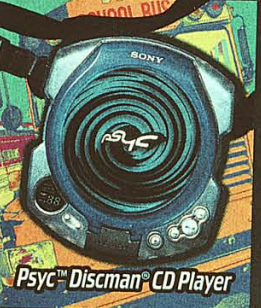
2. Overall every tenth valid call wins instantly, up to a maximum of 2,000,000 valid calls accepted. Prizes will be awarded via random intercepts of calls during program period based on every tenth valid call. All prizes claimed for the actual number of valid calls received, up to a maximum of 2,000,000, will be awarded. All winners will be notified that they have won during call, & will be notified by mail within 8-10 weeks of winning call. All prizes will be awarded by 12/31/99, except for the Ultimate Prize, which will be scheduled for delivery by 5/31/00. Random intercepts and notification are under supervision of Carlson Draddy & Associates, an independent judging organization whose decisions are final.

3. Prizes & approximate retail values: Ultimate Prize (1)—Appearance at winner's school of the PlayStation Truck, plus one each Grand Prize through Tenth Prize, including both music CD's. Note: The PlayStation vehicle is not included in the prize. PlayStation vehicle delivery of Ultimate Prize not available to callers from AK and HI. Ultimate Prize winner is from other state, winner gets all PlayStation, Sony and Nabisco prizes included in Ultimate Prize by mail, and another caller will be selected at random for full Ultimate Prize (ARV: \$1,195.66, odds 1:2,000,000). 1st Prize (100)—PlayStation game console, 10 PlayStation video games (determined by SCEA), one Dual Shock™ Analog Controller, two memory cards, one Multi Tap for the PlayStation game console, one year PlayStation Underground Magazine subscription and one \$25.00 PlayStation Thrasher catalog gift certificate. (ARV: \$715.00, odds 1:20,000). 2nd Prize (500)—One PlayStation game console and one PlayStation video game (either Spyro the Dragon™ or Crash Bandicoot™ WARPED™ or Gran Turismo™ determined by SCEA and Sponsor). (ARV: \$170.00, odds 1:6,567). 3rd Prize (1,000)—PlayStation™ portable CD player (ARV: \$110.00, odds 1:20,000). 4th Prize (1,000)—One PlayStation video game (either Spyro the Dragon™, Crash Bandicoot™ WARPED™ or Gran Turismo™, determined by SCEA). (ARV: \$40.00, odds 1:2,000). 5th Prize (1,000)—One PlayStation™ Analog Controller (ARV: \$30.00, odds 1:2,000). 6th Prize (1,000)—Sony Music artist CD (either Tanya Tucker or B'Witched, determined by Sponsor). (ARV: \$18.98, odds 1:400). 7th Prize (1,000)—PlayStation branded hat (ARV: \$15.00, odds 1:2,000). 8th Prize (1,000)—PlayStation branded dog tag (ARV: \$5.00, odds 1:200). 9th Prize (100,000)—One member for the PlayStation game console. (ARV: \$15.00, odds 1:2,000). 10th Prize (50,000)—Free coupon for Nabisco Cookies or Crackers single serve size (ARV: \$2.70, odds 1:40). Total # of prizes: 200,001. Total ARV: \$1,162,039.66, total odds of winning 1:10.

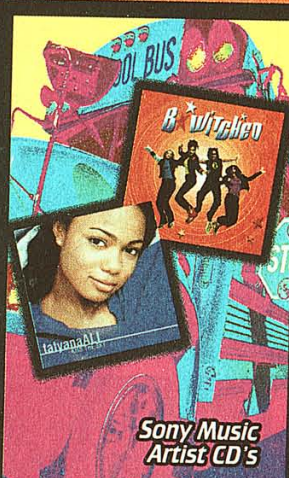
4. Open to legal residents of the 50 United States and D.C. Employees of Sony Computer Entertainment, America's Music Corp., Sony Electronics, Nabisco, Inc., its affiliates, subsidiaries, agencies, suppliers, phone providers, retailers, immediate families of each & persons living in household of each are not eligible. Void where prohibited or restricted. Limit 1 Ultimate or Grand Prize per household, address or family. If Ultimate or Grand Prize Winner is under the age of 21, parent or legal guardian of potential Ultimate Prize Winner is required to execute an Affidavit of Eligibility & Publicity/Liability Release within 14 days of attempted notification. Non-compliance may result in disqualification & selection of alternate winner. Entry & acceptance of prize grants sponsor right to use winner's name, city & state of residence and/or likeness for advertising purposes, without notice or additional compensation, except where prohibited by law. Prizes may be awarded in name of parent/legal guardian. Taxes are winner's responsibility. No transfer or substitution of prizes, except that sponsor reserves right to substitute prizes of equal or greater value. By participating, entrants agree to abide by Official Rules & award decisions. Sponsor & its agencies not responsible for any losses due to lost, late, postage-due, or misdirected mail or entries, incomplete, lost, fraudulent or late information provided via phone or telephone system or electronic equipment failure or data loss. By accepting prize, winners release Sponsor and Promotion Agency, their parents, subsidiaries, affiliates, suppliers, and agents from any and all liability for any loss, harm, damages, cost or expense, including without limitation property damages, personal injury and/or death, arising out of or in connection with this Sweepstakes or the acceptance, use or misuse of the prize.

5. For list of Ultimate, Grand and First Prize winners, available after 27/00, send a self-addressed, stamped envelope to: PlayStation/Nabisco Winners, P.O. Box 3831, Dept. J, St. Cloud, MN 56307-3831, to be received by 4/1/00.

Sponsor: Nabisco, Inc.
Promotion Agency: Carlson Draddy & Associates
Spyro the Dragon and Crash Bandicoot WARPED™ & © 1998 Universal Interactive Studios, Inc. All rights reserved. www.universalinteractivestudios.com. Spyro the Dragon developed by Insomniac Games, Inc. Crash Bandicoot WARPED™ developed by Naughty Dog, Inc. PlayStation and the PlayStation logos are registered trademarks of Sony Computer Entertainment Inc. All other game features are trademarks and copyrighted properties of their respective publishers and/or licensors. Sony, Discman and Psyc are trademarks of Sony.



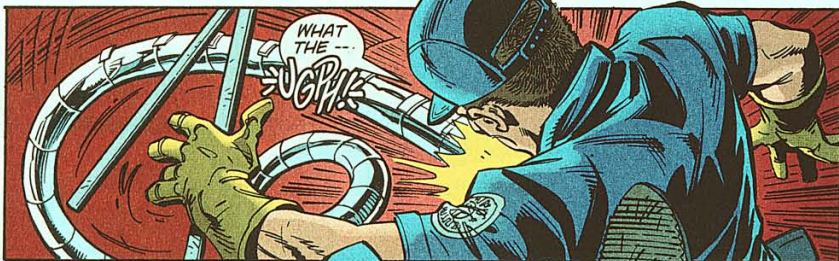
**ONE
IN
TEN
WINS!**
**IN THE NABISCO
PLAYSTATION
SWEEPSTAKES.**
See Sweepstakes rules on opposite page.
No purchase necessary.



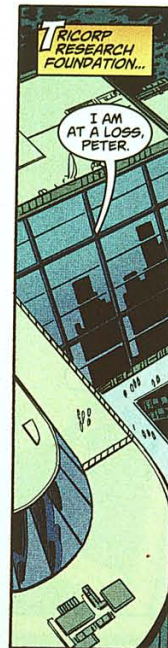
200,001 Prizes
Imagine a 60-ton arcade on wheels crammed with new and yet-to-be-released PlayStation video games coming to your school for the day. It's the ultimate "Thrills on Wheels" prize. Plus there are 200,000 other prizes including PlayStation video games, Sony Electronics, Sony Music, and cool Nabisco stuff.
www.nabiscokids.com



TM & © 2004 MARVEL



TM & © 2004 MARVEL



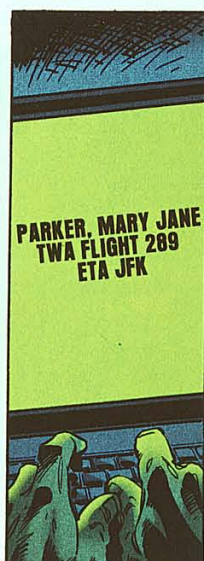
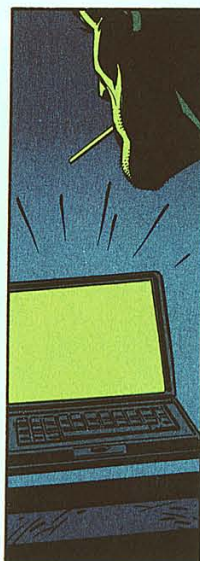
PLEASE... DON'T LET ME DOWN.

YES, SIR.



I AM NOT GOING TO BLOW THIS ONE!

TM & © 2004 MARVEL

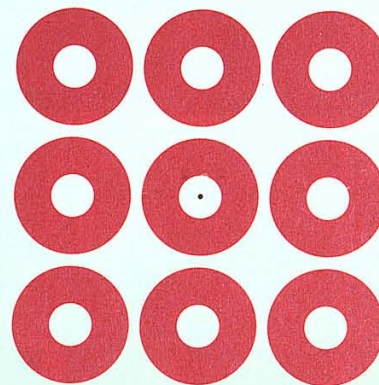


TM & © 2004 MARVEL

Wanna see what's new with *Apple Jacks* cereal?

Stare hard at this little black dot while you **slowly count to 15**.

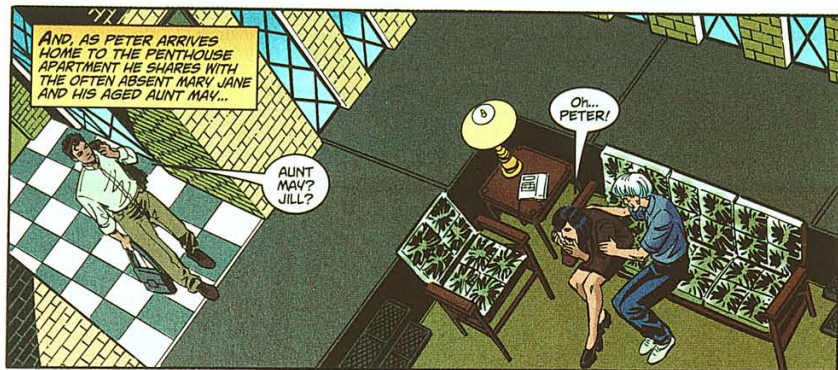
Then stare at the dot below and count to 5.



TM & © Kellogg Company © 1999 Kellogg Company



TM & © 2004 MARVEL

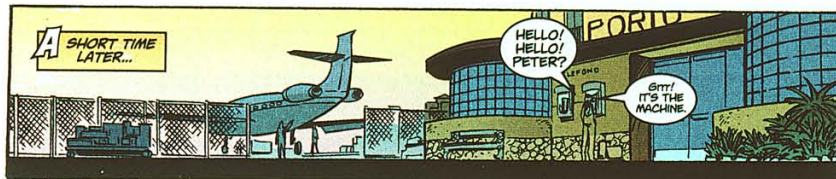


TM & © 2004 MARVEL

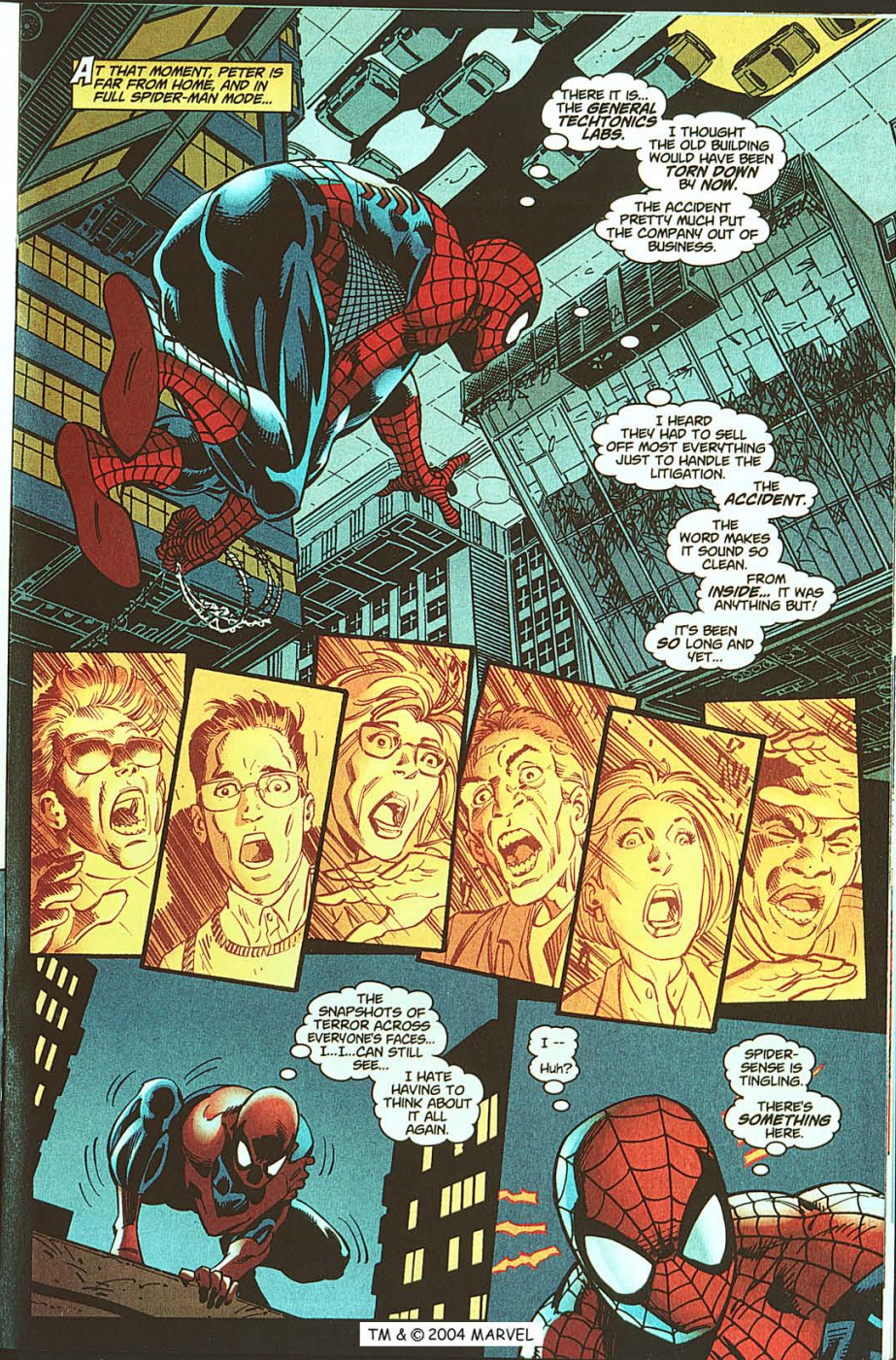


TM & © 2004 MARVEL





TM & © 2004 MARVEL



TM & © 2004 MARVEL



BULLPEN BULLETINS

AVAILABLE AUGUST 18TH

CAPTAIN AMERICA

#22 Captain America journeys to Wakanda, home of the world's largest stockpile of Vibranium (and the Black Panther), just in time to be way-laid by a greatly amplified Kiawl! By MARK WAID AND ADY KUBERT!

DEATHLOK

#3 Can little six-year-old Billy Bailey get to Deathlok before the S.H.I.E.L.D. death squad and Nick Fury do? He better, or else they'll obliterate the ultimate bio-weapon—before Deathlok's true consciousness can be reunited with his bionic body! By JOE CASEY and LEONARDO MANCINI

FANTASTIC FIVE

#1 Not only does our "done-in-one" epic feature a quick recap of the FF's origin and career, but we also introduce the new Fantastic Five when The Human Torch, The Thing, Ms. Fantastic, Psilord and Big Brain battle a mysterious enemy! By TOM DEFalco and PAUL RYAN!

GALACTUS THE DEVOURER

#26 The Devourer of Worlds has gone mad—and Earth's on his menu! The Silver Surfer and Alicia Masters rocket into space to stop Galactus—only to be attacked by the planet eater's latest and deadliest herald: Red Shift! By LOUISE SIMONSON and JOHN BUSCEMA!

HULK

#7 On the trail of the gamma-spawned goliath, the Avengers find themselves caught up in the Hulk and Man-Thing's battle against a force of nature gone mad! But is the true threat this living bio-entity... or the savage Hulk himself? By JOHN BYRNE and RON GARNEY!

PETER PARKER: SPIDER-MAN

#10 Kidnapping J. Jonah Jameson, Venom takes the panicked publisher and when the web-slinger comes to the rescue, he winds up flat on his back at Jonah's feet! At long last will Spidey get unmasked? By HOWARD MACKIE and JOHN ROMITA JR. and SCOTT HANNA!

THUNDERBOLTS

#31 Charcoal has been abducted by the Imperial Forces, the mysterious organization responsible for his creation! In order to get him back, the Thunderbolts must infiltrate their enemy's ranks! Plus: The return of Citizen V! By KURT BUSIEK and MARK BAGLEY!

X-MAN

#56 Waking up in the idyllic world of Greyville, Nate smiles and welcomes another day in his perfect life. So what's the catch? It's all fake people, and the person that dreamed it up is out to steal the X-Men's incredible power for himself! By TERRY KAVANAGH and MIKE MILLER!

X-MEN

#93 With the team disbanded, the various X-Men have ventured into different directions. But while Rogue and Shadowcat seek nothing more than some fun after the grim reality of the Magneto War, they are instead confronted by Sunfire — who's on the hunt for Mystique! By ALAN DAVIS!

Hi, Heroes! I can't believe it! I just heard the most shocking report! It seems that someone had actually offered to sell his No-Prize to the highest bidder! I know you'll find that as hard to believe as I did, but all I can say is, no matter how many thousands of dollars he may receive, that ill-gotten gain can never replace the glory and honor that he is so callously forsaking. Still, let us not condemn him too harshly, for truly that troubled soul is more to be pitied than censured!

Now, let us turn to happier items. This intriguing query is from Ryan Johnston of Ontario, Canada who's losing sleep wondering...

"In Marvel's fantastic movie 'Blade' there was a vampire named Deacon Frost. Is he related to Emma Frost, aka The White Queen of Generation X? Inquiring minds must know."

You may rest easy, Ryan. The names are merely coincidental. Y'know, considering the countless characters Marvel has created over the past five decades, it's almost impossible to avoid repeating a name somewhere, somehow. And with sharp-eyed Believers like you in the fold, we know we'll never stray too far.

Carl W. Taylor of Los Angeles, CA sure knows what he wants...

"Stan! You've gotta make a CD of those great old 60s animated Marvel Superheroes tapes you've recently released. You can include the Spider-Man theme and jazzy background music, plus the title themes from the other shows and, especially, the famous MMMS recording featuring you, Jack Kirby and the rest of the Marvel Bullpen."



We'd love to do it, Carl, but we're not in the CD biz. Why don't you and all the other culturally advanced music lovers send your request, nay, your demand, to the big record companies? Far as I'm concerned, I'd love to recapture all that wackiness on a CD!

Just room for one shortie from Julian Onyall of London England...

"Which Marvel character do you think has the best name?"

That's something I never thought of before. Well, I'll take a stab at it by answered "The Thing." At the time he was created, it was certainly the most unusual name for a hero. But hey, let's hear from the rest of you. What do you all think? I'll seize any excuse to award additional No-Prizes!

And, to make sure you have no excuse for not writing, here's our highly acclaimed address once again: Soapbox, Marvel, 387 Park Avenue South, New York, NY 10016, plus our often imitated but never duplicated e-mail address: stanzfanz@aol.com. Much as I'd like to close with a gag or a philosophical thought for you to ponder, I'm still too upset at the idea of someone being willing to part with a No-Prize for mere (ugh!) money! So, till next ish, all I can say offer you is a melancholy but heartfelt...

Excelsior!

Stan

Stan Lee



WIN A \$3,500 CUSTOM GUITAR!

Do you want to rock with SPIDER-MAN? Find 10 special guitar emblems in 10 different

MARVEL titles and you can enter to win an amazing, custom GIBSON Les Paul guitar featuring everyone's favorite web-slinger and head-banger, SPIDER-MAN! You can own this piece of music and comic book history just by entering to win in our WEBSLINGER-ONE SWEEPSTAKES!

www.Marvel.com/winstuff

This week's chat schedule!

August 19 9:30pmET EARTH'S MIGHTIEST CHAT with writer KURT BUSIEK & editor TOM BREVOORT!

August 16 8:00pmET COMICS LEGEND -- JOHN ROMITA, SR.!

August 23 8:00pmET SPIDER-MAN and THOR Penciler -- JOHN ROMITA, JR.!

August 24 8:00pmET The official EARTH X chat with writer -- JIM KRUGER!

AOL Keyword: Marvel

All Chat schedules subject to change/cancellation.

BULLPEN BITS #14

BY CHRIS GIARRUSSO

MY BUDDY, THANOS REALLY LIKES YOU AND WAS WONDERING IF YOU'D LIKE TO GO TO A MOVIE WITH ME!



REALLY? JUST LIKE THAT? YES! ARE YOU KIDDING ME?



I DON'T EXACTLY HAVE GUY'S LIVING UP TO DATE ME, YOU KNOW! I MEAN, LOOK AT ME! LOOK AT MY FACE! OF COURSE I'LL GO OUT WITH THANOS!



WHO ELSE WOULD EVER WANT TO DATE A SKULL-FACED GIRL?



EXCUSE ME, FRAULEIN...



Design by Richard Starkings and COMICRAFT/EW

LOOKING FOR THE NEAREST COMICS SHOP? CALL 1-888-COMIC BOOK

TM & © 2004 MARVEL

EXCITEMENT FOR THE EYE

DAVE'S COMICS

7019 Three Chopt Road
DEPT 0899 Richmond, VA 23226

(804) 282-1919

MISSED AN ISSUE?
Don't travel miles to find
WHAT YOU NEED
We will send comics right
TO YOUR HOUSE

Find out what your comics
are REALLY worth—
Send \$1.00 for a complete catalog today!
Most orders processed in one day!!!

NOW VISIT US ON THE WEB AT www.davescomics.com



SOMETIMES
IT'S HARD TO
BE A HERO

IF YOU'RE IN TROUBLE
OR HAVING PROBLEMS
AT HOME OR IN
SCHOOL, CALL:

1-800-448-3000
BOYS TOWN NATIONAL HOTLINE
DAY OR NIGHT. THE CALL IS FREE.



BEAST: TM & © 1996 Marvel Characters, Inc.

TM & © 2004 MARVEL



ARE WE READY TO BEGIN, OTTO?

PERHAPS IF YOU TOLD ME WHAT YOU WERE LOOKING FOR, I COULD HELP. IF IT'S A VARIATION IN THE BLOOD/RAD LEVEL...

PLEASE, OTTO, DO NOT TRY AND IMPRESS ME.

ALL CHANCES OF THAT HAPPENING FADED LONG AGO...

WHEN YOU STARTED PARADING AROUND WITH YOUR TENTACLES...

...ROBBING BANKS AND BATTLING COSTUMED VIGILANTES. WHAT A WASTE OF A ONCE FORMIDABLE MIND.

YOU ALWAYS WERE A PRETENTIOUS SNOB, CHRIS.

EXCUSE ME?

TM & © 2004 MARVEL



DID YOU THINK I WOULDN'T BE ABLE TO ASCERTAIN WHO YOU WERE? THOUGH YOU HAVE CERTAINLY CHANGED, CHRIS... I WILL GIVE YOU THAT.

HOW?
HOW DID YOU KNOW?!



THE CLUES WERE ALL AROUND ME, CHRIS.

YOU SAID IT YOURSELF... MY ONCE "FORMIDABLE MIND" PUT THEM ALL TOGETHER.

I SPENT TOO MANY YEARS OBSERVING YOUR HANDIWORK NOT TO RECOGNIZE YOUR PITIFUL ATTEMPTS AT A LABORATORY OPERATION.

SO ALL OF THIS... ALL THAT YOU HAVE DONE... IS IN A SIMPLE ATTEMPT TO PUT TOGETHER THE PIECES OF WHAT HAPPENED HERE A FEW YEARS BACK.

HA!

ALL YOU HAD TO DO WAS ASK, CHRIS.

I'LL TELL YOU EVERYTHING!

TM & © 2004 MARVEL

SUBSCRIBE TODAY!



DISCOUNT OFFER ON THESE TITLES!

- 1 Title For \$21.97/yr.
- 2 Titles For \$20.97/lea.
- 3 Or More Titles For \$19.97/lea.

SPIDER-MAN

- ☐ AM2 Amazing Spider-Man
- ☐ SPI Peter Parker: Spider-Man
- ☐ SPW Spider-Woman NEW!
- ☐ SPG Spider-Girl

MARVEL HEROES

- ☐ AVE Avengers
- ☐ CAM Captain America
- ☐ FAN Fantastic Four
- ☐ INC Hulk
- ☐ IRM Iron Man
- ☐ DDV Daredevil
- ☐ THO Thor
- ☐ BLT Thunderbolts

**SATISFACTION
GUARANTEED**

X-MEN

- ☐ CAB Cable
- ☐ DDP Deadpool
- ☐ GAM Gambit
- ☐ GEN Generation X
- ☐ XME Uncanny X-Men
- ☐ WOL Wolverine
- ☐ XFO X-Force
- ☐ MAN X-Man
- ☐ MEN X-Men

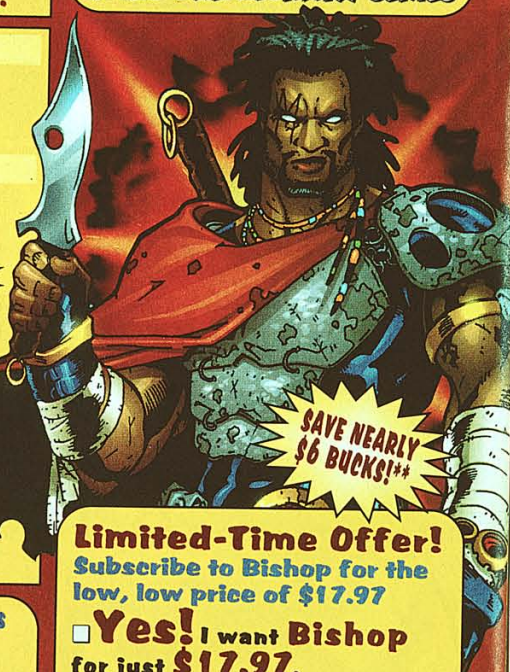
Exclusive Subscriber Savings and Services

- LOWER PRICES ON RENEWAL!
- Satisfaction guaranteed or your money back on all remaining issues!
- IMPROVED PACKAGING
All issues are mailed with cardboard backing in new weather resistant cellophane bags!

BECAUSE YOU DEMANDED IT!

BISHOP

IN HIS OWN MONTHLY SERIES



**SAVE NEARLY
\$6 BUCKS!***

Limited-Time Offer!

Subscribe to Bishop for the low, low price of \$17.97

☐ **Yes!** I want Bishop for just \$17.97.

Offer available through this ad only.

*Special offer limited to "Bishop" only. Additional titles at the regular discount rates listed above.

**Discount based on regular cover price.

Ordering is fast and easy!

☐ **Yes! Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!**

My satisfaction is guaranteed!

Check off the subscriptions you want delivered to your home (12 issues each) and return this page at a copy to:

MARVEL DIRECT MARKETING,
P.O. BOX 1979, DANBURY, CT 06813.

Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 745-5331 Fax: (203) 744-9944 and have your credit card handy! Provide credit card information when ordering by phone or faxing your order.

OFFER GOOD UNTIL 12/31/99.

YES, YOU CAN PHOTOCOPY THIS AD!

Please print:

NAME OF READER _____ DATE OF BIRTH (M/D/Y) _____

STREET ADDRESS _____

CITY _____ STATE _____ ZIP _____

of subscriptions _____ Amount enclosed: \$ _____

Charge my: ☐ VISA ☐ MasterCard ☐ Discover Card ☐ AMEX

CREDIT CARD # _____ EXPIRATION DATE _____

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE) _____

SIGNATURE FOR CREDIT CARD ORDERS _____

Canada, add \$10.00 per title (in U.S. funds only). Includes GST/PST (27032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1999 Marvel Enterprises Inc. All rights reserved.

H98MD5

OH GOOD, NOW THEY'LL
LET ANYONE PLAY.



Tee it up with 17 golfers on 6 courses.



Taunt your opponents in mid-swing.



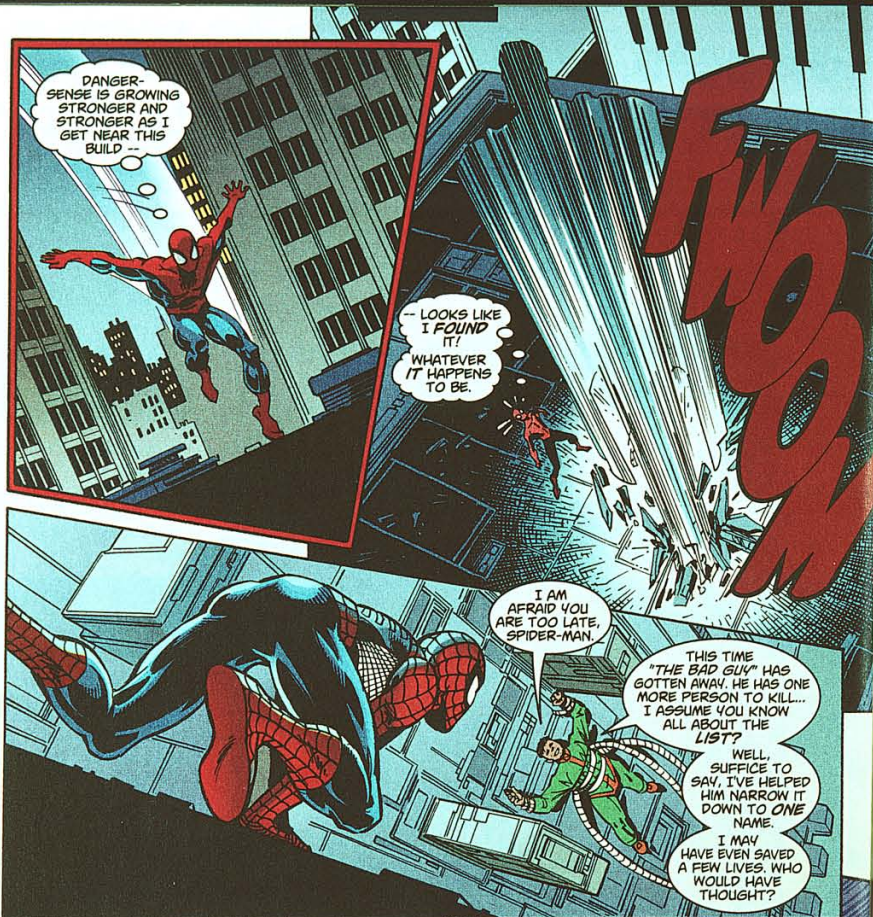
Golf etiquette? Yeah, right.



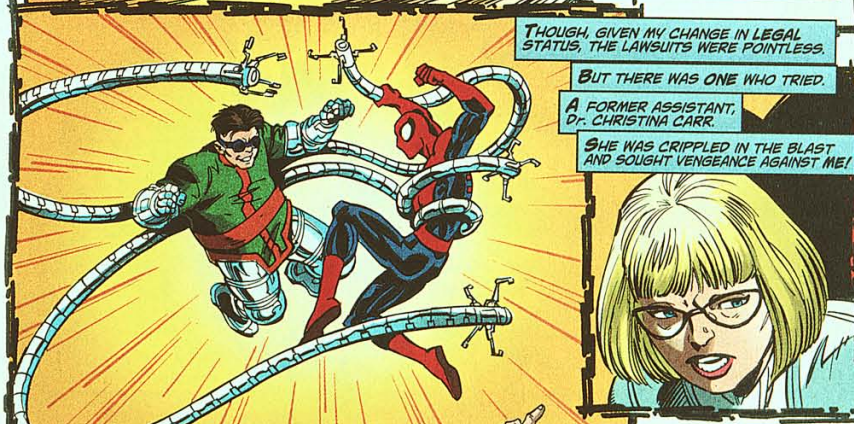
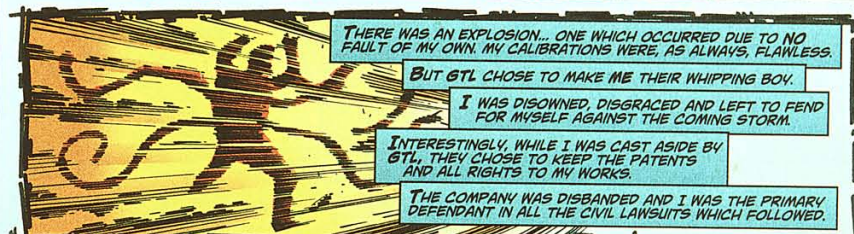
Mario Golf™ and the "N" Logo are trademarks of Nintendo of America Inc.
©1999 Nintendo of America Inc. www.nintendo.com Game and System sold separately.

TM & © 2004 MARVEL

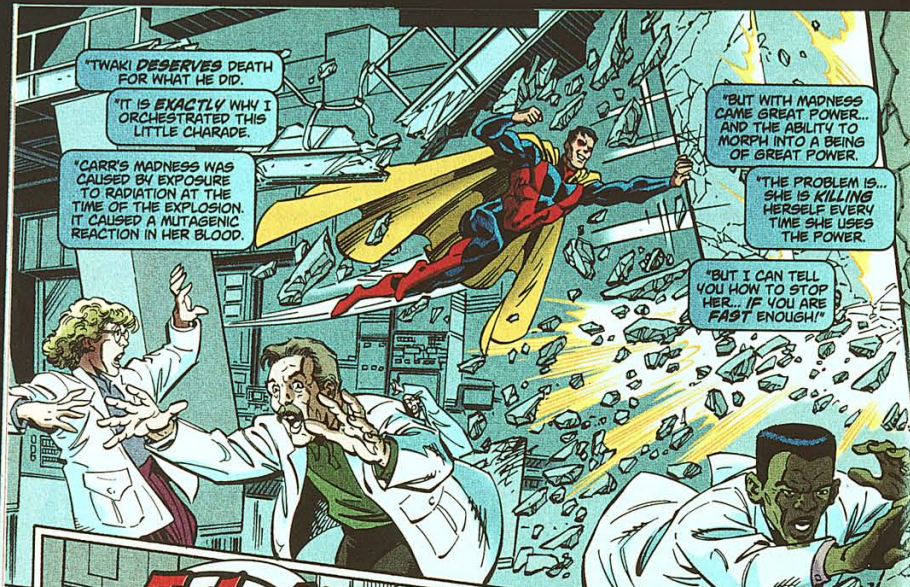
Visit us on the web at: www.marvel.com TM & © 2004 MARVEL



TM & © 2004 MARVEL



TM & © 2004 MARVEL



"TWAKI DESERVES DEATH FOR WHAT HE DID."

"IT IS EXACTLY WHY I ORCHESTRATED THIS LITTLE CHARADE."

"CARR'S MADNESS WAS CAUSED BY EXPOSURE TO RADIATION AT THE TIME OF THE EXPLOSION. IT CAUSED A MUTAGENIC REACTION IN HER BLOOD."

"BUT WITH MADNESS CAME GREAT POWER... AND THE ABILITY TO MORPH INTO A BEING OF GREAT POWER."

"THE PROBLEM IS... SHE IS KILLING HERSELF EVERY TIME SHE USES THE POWER."

"BUT I CAN TELL YOU HOW TO STOP HER... IF YOU ARE FAST ENOUGH!"



TWAK!

WHERE ARE YOU?

YOU ARE GOING TO DIE FOR WHAT YOU LET HAPPEN TO ME, TWAKI!



WHAT --? WHO ARE YOU?

WHAT ARE YOU TALKING ABOUT?



OCK JUST LET ME GO. TOLD ME HOW TO STOP CARR AND THEN TOOK OFF.

HE'S UP TO SOMETHING ELSE, BUT KNEW I'D HAVE TO RUSH OFF AND TRY AND SAVE TWAKI.

THE ONLY THING I HATE MORE THAN LOSING TO OCK...

...IS BEING USED BY HIM!

TM & © 2004 MARVEL

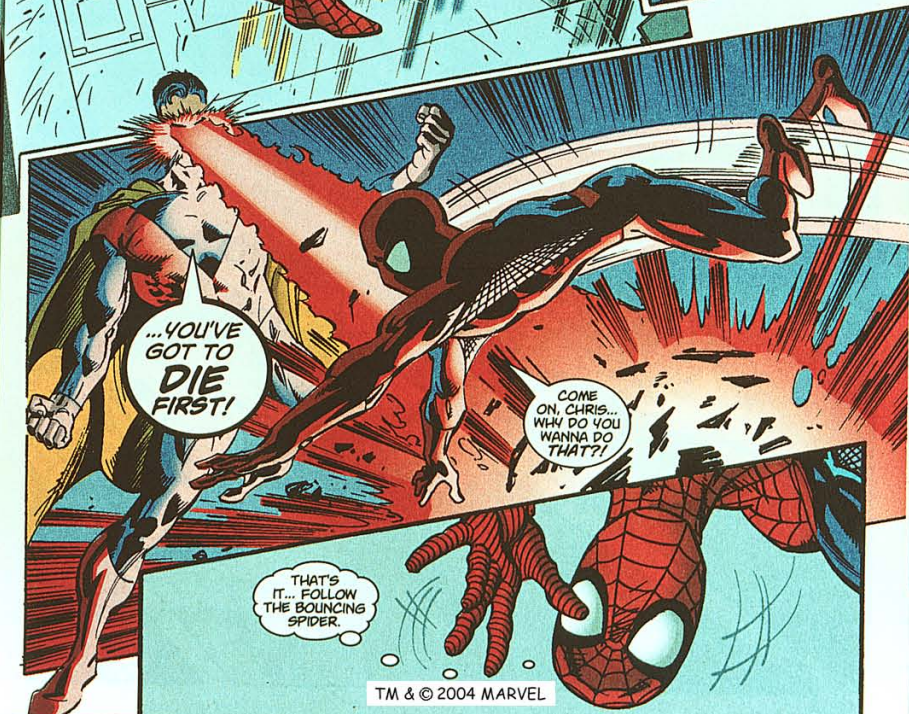


KRAASH

DOCTOR CARR! DOCTOR CHRISTINA CARR! THERE IS NO POINT TO THIS!

WHAT?

YOU KNOW? YOU KNOW WHO I AM? THEN...



...YOU'VE GOT TO DIE FIRST!

COME ON, CHRIS... WHY DO YOU WANNA DO THAT?!

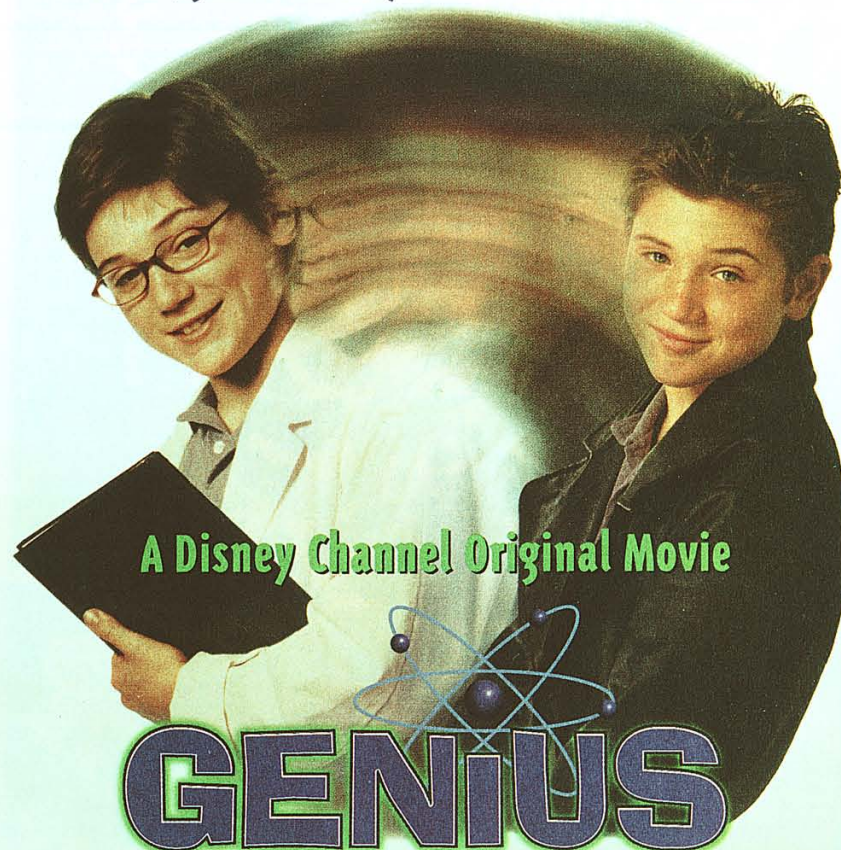
THAT'S IT... FOLLOW THE BOUNCING SPIDER.

TM & © 2004 MARVEL



TM & © 2004 MARVEL

To fit in, genius Charlie Boyle added another side to himself.



A Disney Channel Original Movie

GENIUS

Saturday, August 21 at 7pm/6c

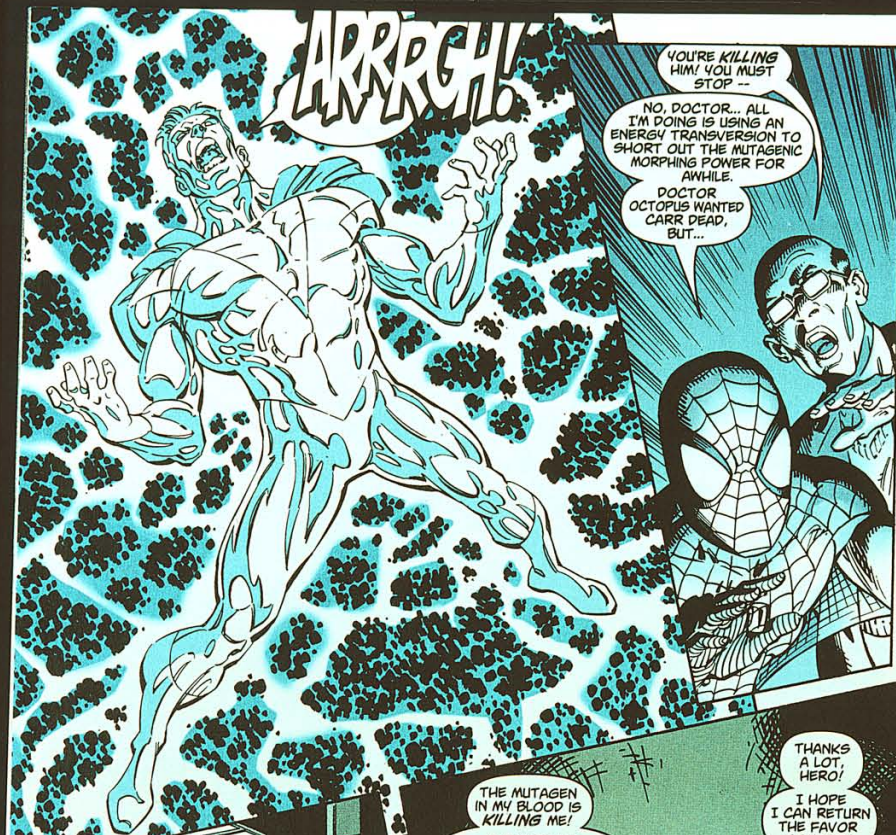
World Television Premiere



Starring Trevor Morgan as
Charlie & Chaz

www.disneychannel.com, part of  Network

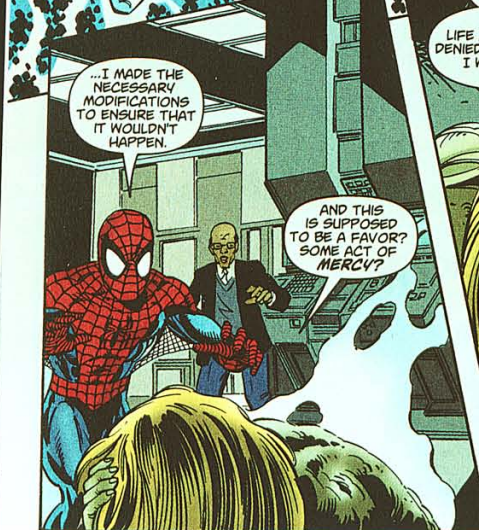
TM & © 2004 MARVEL



YOU'RE KILLING HIM! YOU MUST STOP --

NO, DOCTOR... ALL I'M DOING IS USING AN ENERGY TRANSVERSION TO SHORT OUT THE MUTAGENIC MORPHING POWER FOR AWHILE.

DOCTOR OCTOPUS WANTED CARR DEAD, BUT...



...I MADE THE NECESSARY MODIFICATIONS TO ENSURE THAT IT WOULDN'T HAPPEN.

AND THIS IS SUPPOSED TO BE A FAVOR? SOME ACT OF MERCY?

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THANKS A LOT, HERO!
I HOPE I CAN RETURN THE FAVOR SOMEDAY.

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!

THE MUTAGEN IN MY BLOOD IS KILLING ME!
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... VENGEANCE!



LATER.
SORRY, SIR, BUT MR. RICKMAN HAS PASSED AWAY.

WHAT? WHEN?

A COUPLE OF HOURS AGO, THE DOCTORS SAID HIS INJURIES WERE WORSE THAN THEY EXPECTED.
I'M SORRY.



SO THAT LEAVES THREE SURVIVORS OF THE ACCIDENT.

AND ALL THREE OF US ARE MESSED UP IN SOME WAY.

HOW LUCKY AM I? I COULD EASILY HAVE LET THE ACCIDENT AFFECT ME IN THE SAME WAY IT DID OCK AND CARR... COULD HAVE LET IT DRIVE ME TO MADNESS.

YEAH! LIKE I'M THE PICTURE OF MENTAL HEALTH!



A GROWN MAN WHO PUTS ON SPANDEX AND SWINGS FROM ROOFTOPS IN ORDER TO FIGHT CRIME!

MAYBE I'M AS INSANE AS THEY ARE.

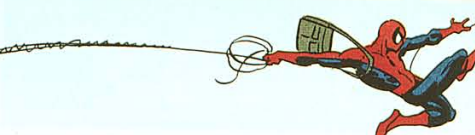


BUT I GUESS IT COULD ALWAYS BE WORSE.

I'M LUCKY TO HAVE SURVIVED.

LUCKY TO NOT BE INSANE.

STILL, I CAN'T HELP BUT THINK...



...HOW MUCH LUCKIER TO BE IF I'D NEVER BECOME SPIDER-MAN!

They have

a vision . . .

They're on

a mission . . .

And nothing can

stop them.

D'ARTAGNAN

ATHOS

PORTHOS

3MUSKETEERS!

C INTENDED FOR COOL AUDIENCES

MILK CHOCOLATE OUTSIDE. FLUFFY NOUGAT INSIDE. INCREDIBLY PUMPED UP.

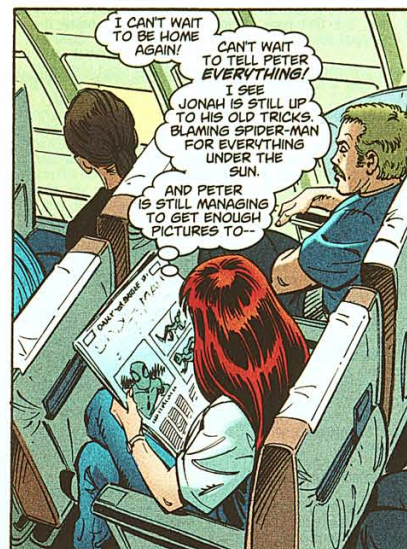
NOTHING CAN STAND
IN YOUR WAY WITH...

3Musketeers

© 1999 Mars, Inc.

TM & © 2004 MARVEL

M EANHILE...



TM & © 2004 MARVEL

TM & © 2004 MARVEL

100-1-1



HULK SAYS: DRINK MILK! MILK IS GOOD. MILK HAS VITAMINS AND MINERALS. MORE THAN PUNY SPORT DRINKS. AND MILK HAS PROTEIN FOR MUSCLES. SO DRINK MILK OR HULK WILL GET ANGRY. AND YOU WON'T LIKE HULK WHEN HULK IS ANGRY.

got milk?